

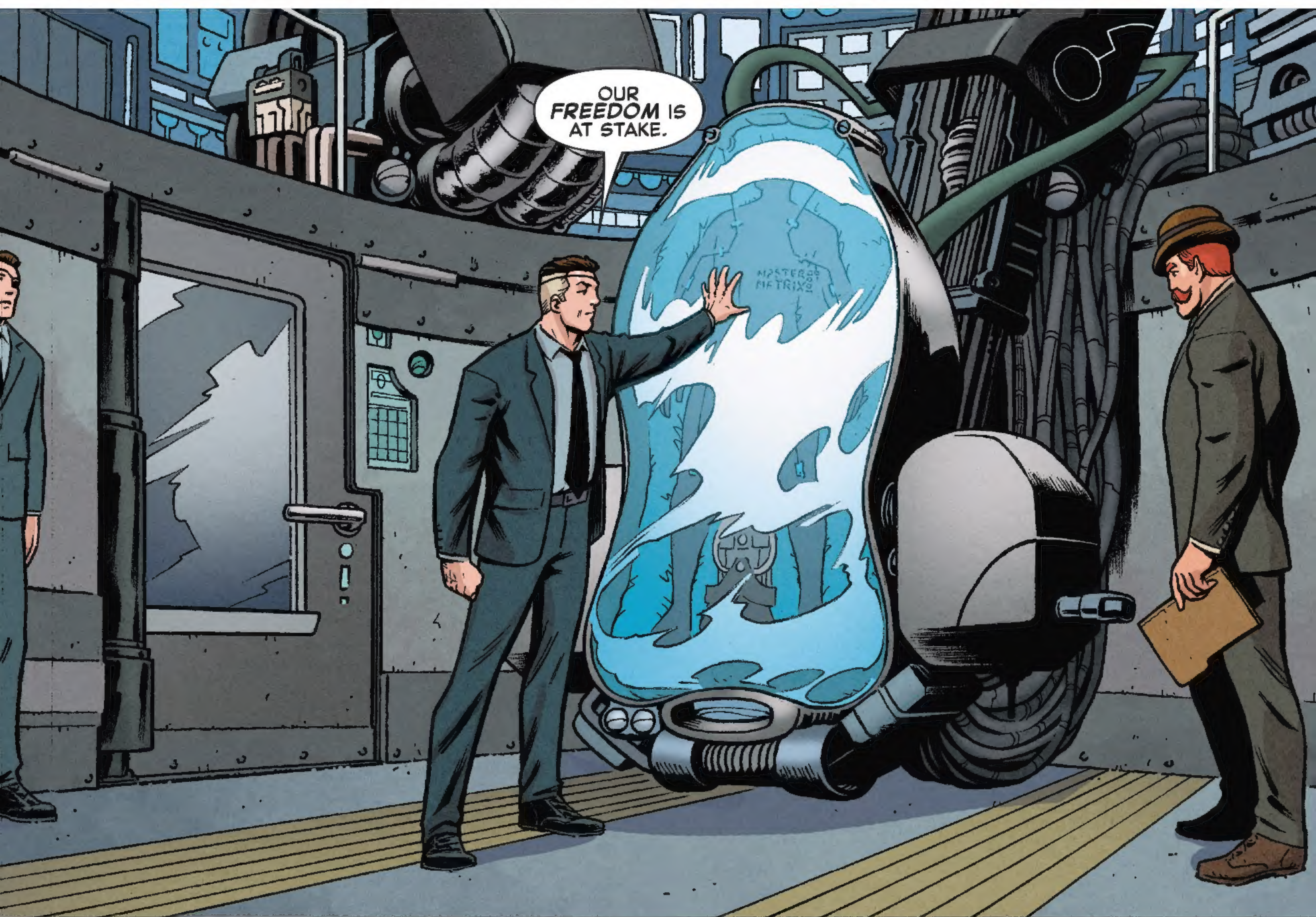


THOMPSON
BONDOC
FLAVIANO
HORAK
REBER

SPIDER-MAN®
VS.
DEADPOOL®

31







MARVEL LEGACY BEGRUDGINGLY PRESENTS...



SPIDER-MAN CREATED BY
**STAN LEE &
STEVE DITKO**

**THE GREATEST
FIGHT OF YOUR LIFE!**

DEADPOOL CREATED BY
**ROB LIEFELD &
FABIAN NICIEZA**

PREVIOUSLY:

WHAT BOOK EVEN IS THIS?! OH, IT SAYS RIGHT DOWN THERE. WELL, IN ISSUE #30, CHAMELEON BLEW UP HIS PENTHOUSE LAIR, WHICH NO LONGER CONTAINED HIM AND HIS ARMY OF SUPER-LMDs, BUT IT DID CONTAIN: SPIDER-MAN AND SILK, WHO WAS TRYING TO HELP SPIDEY CAPTURE DEADPOOL; AND DEADPOOL, SUPER-SHARKS BRUCE AND DEBORAH, AND CLAY QUARTERMAIN/BANCH, WHO WERE TRYING TO STEAL CHAMELEON'S EXTREMELY VALUABLE LMDs. SO I GUESS THEY'RE ALL DYING IN A FIRE, WHICH IS WHY WE'RE TRYING TO HOOK YOU ON THIS NEW THROWBACK S.H.I.E.L.D. STORY. ENJOY!

ARMS RACE

VS

PETER PARKER WAS BITTEN BY AN IRRADIATED SPIDER, GRANTING HIM AMAZING ABILITIES, INCLUDING THE PROPORTIONAL SPEED, STRENGTH AND AGILITY OF A SPIDER, AS WELL AS ADHESIVE FINGERTIPS AND TOES. AFTER LEARNING THAT WITH GREAT POWER, THERE MUST ALSO COME GREAT RESPONSIBILITY, HE BECAME THE WORLD'S GREATEST SUPER HERO! HE'S...

SPIDER-MAN

WADE WILSON WAS CHOSEN FOR A TOP-SECRET GOVERNMENT PROGRAM THAT GAVE HIM A HEALING FACTOR ALLOWING HIM TO RECOVER FROM ANY WOUND. FOR A TIME, WADE TRIED TO BE A HERO, THROWING IN WITH THOSE WHO INSPIRED HIM. ALL HE GOT FOR HIS EFFORTS WAS PAIN. NOW, HE'S BACK TO OFFING CHUMPS AND MOUTHING OFF...REGENERATING AND DEGENERATING (MORALLY SPEAKING)...HE'S...

DEADPOOL

WRITER **ROBBIE THOMPSON** ★ **MATT HORAK, ELMO BONDÓC** & **FLAVIANO** *with*

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UH, IS IT JUST ME...

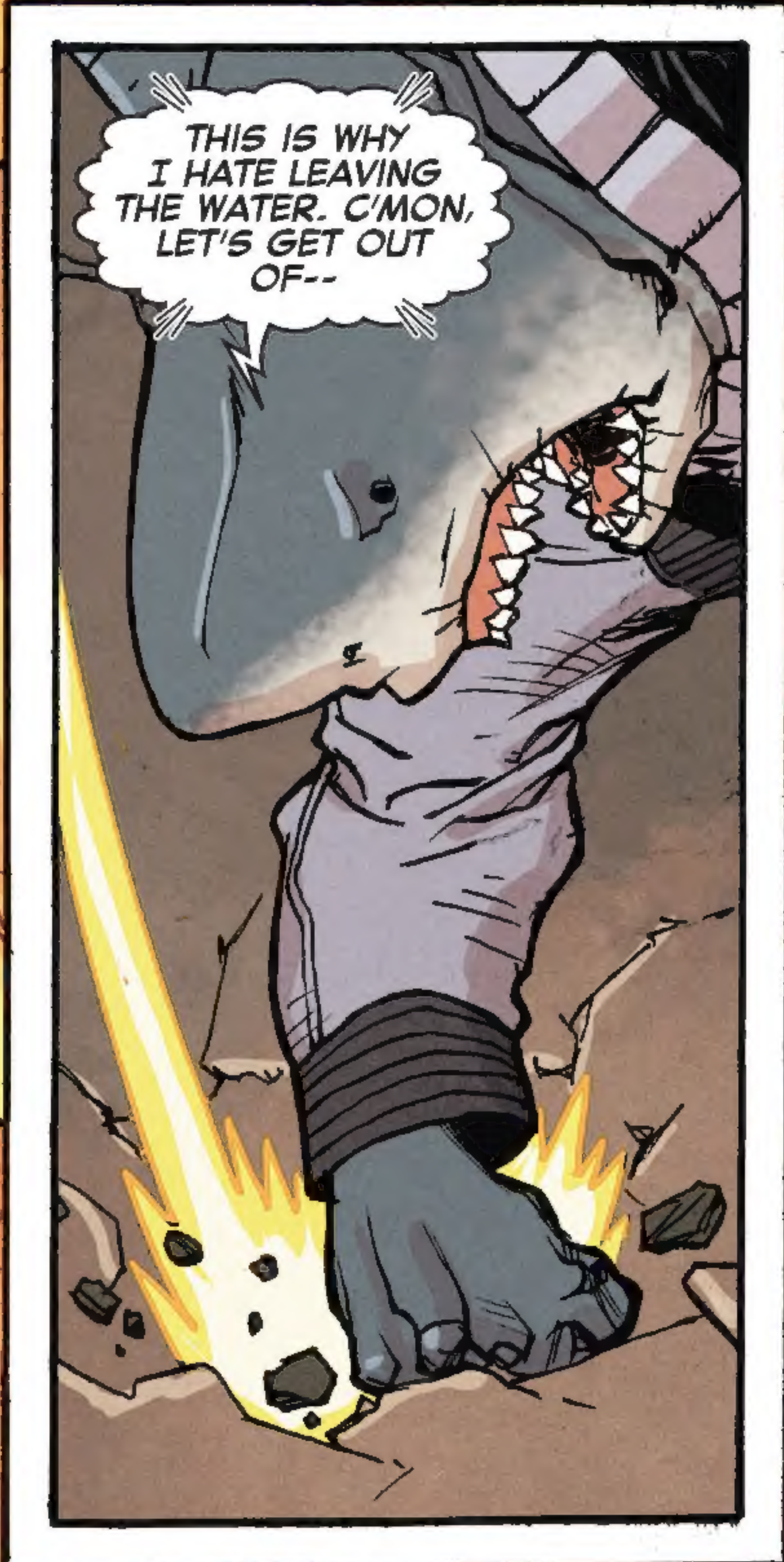


...OR ARE WE STILL ALIVE?

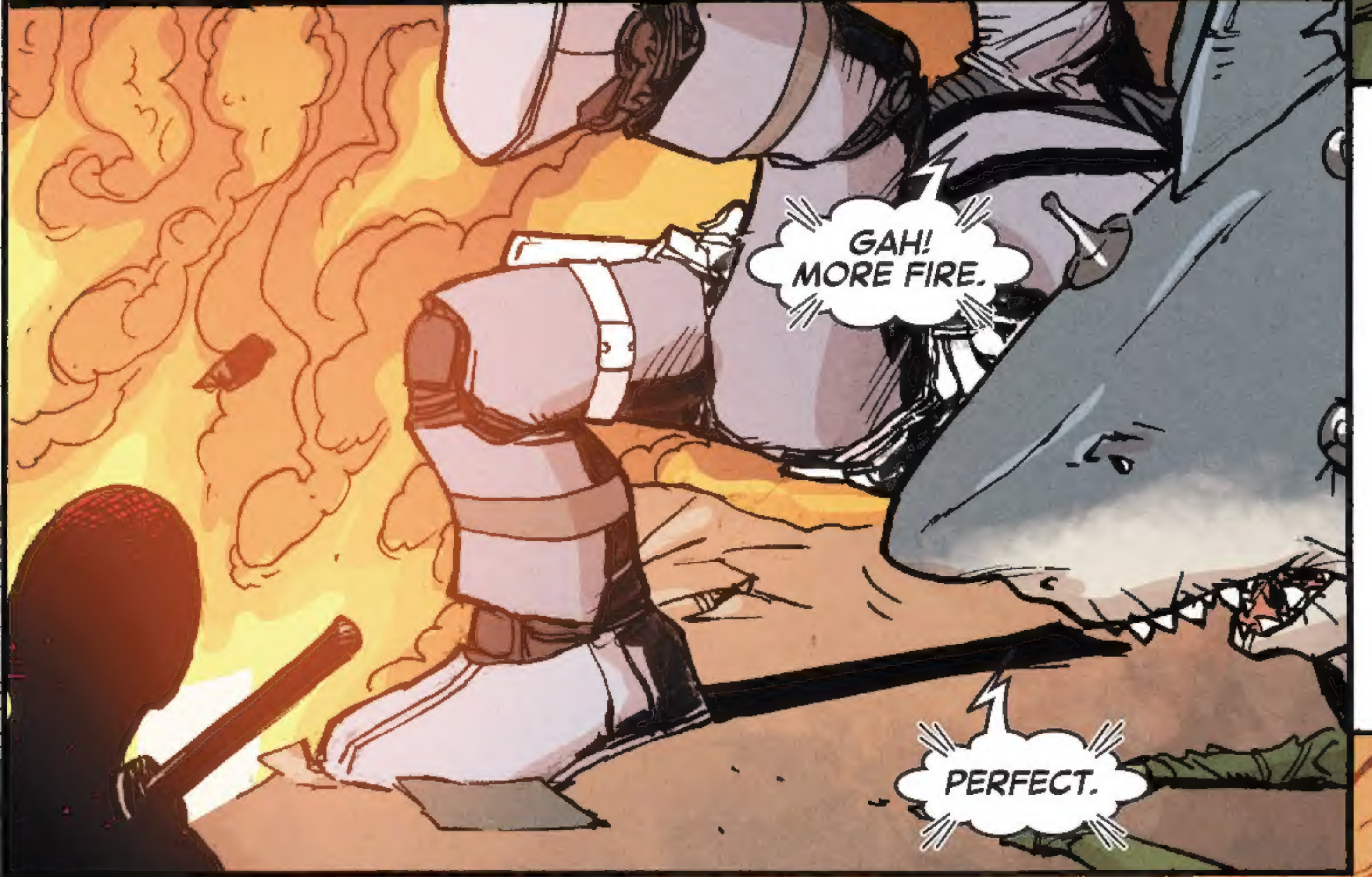
WE WON'T BE FOR LONG. PRETTY SURE THESE EXPLOSIVES ARE BLACK-MARKET S.H.I.E.L.D. GOODS.

MS. SILK IS CORRECT. THIS FIRE BURNS LIKE NAPALM, BURNING INWARD UNTIL IT EXTINGUISHES ITSELF.

DESTROYING EVERYTHING INSIDE ITS FIRE RADIUS, OF COURSE. IT CAN ONLY BE PUT OUT BY ITSELF, I'M AFRAID.



THIS IS WHY I HATE LEAVING THE WATER. C'MON, LET'S GET OUT OF--



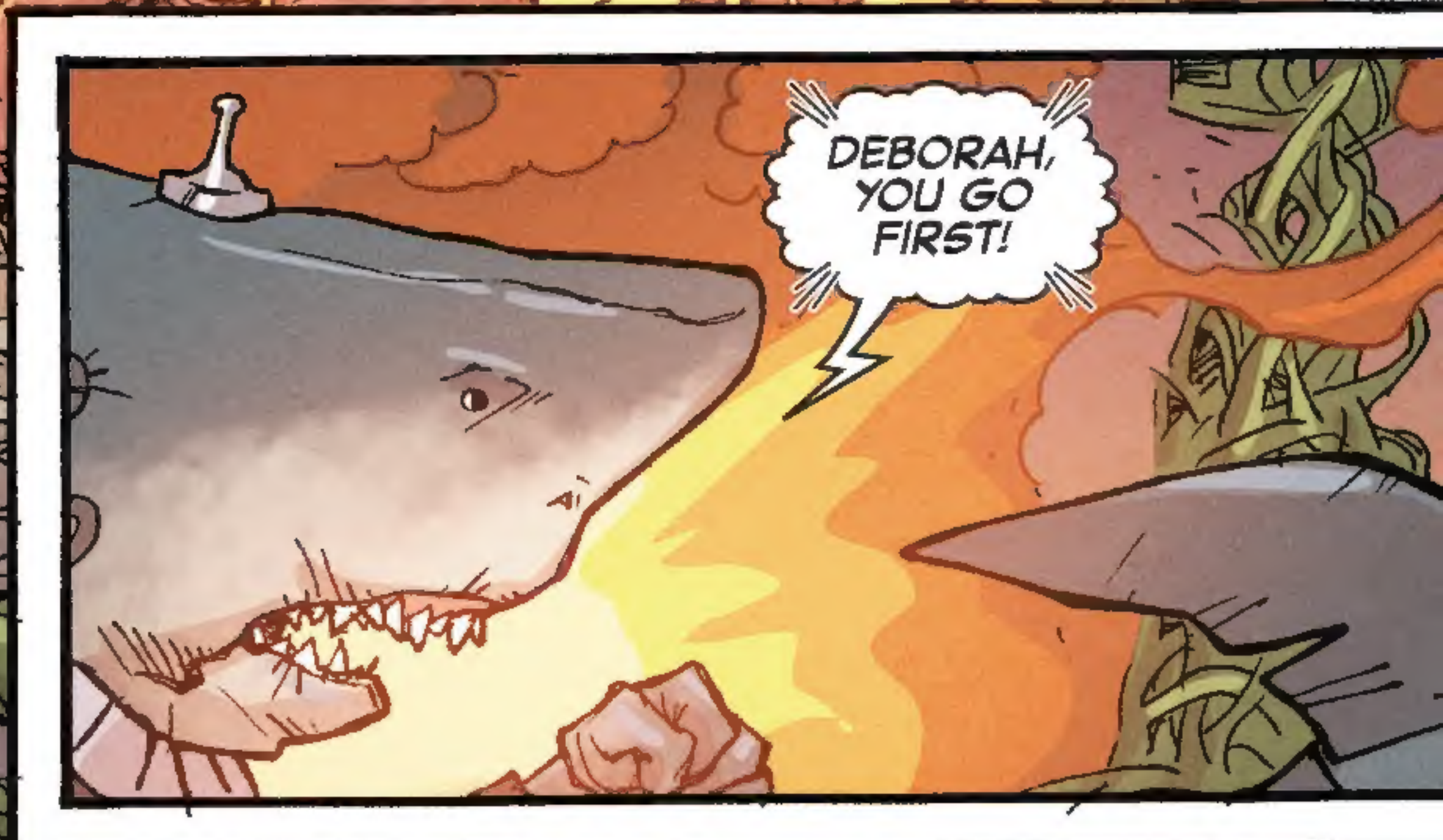
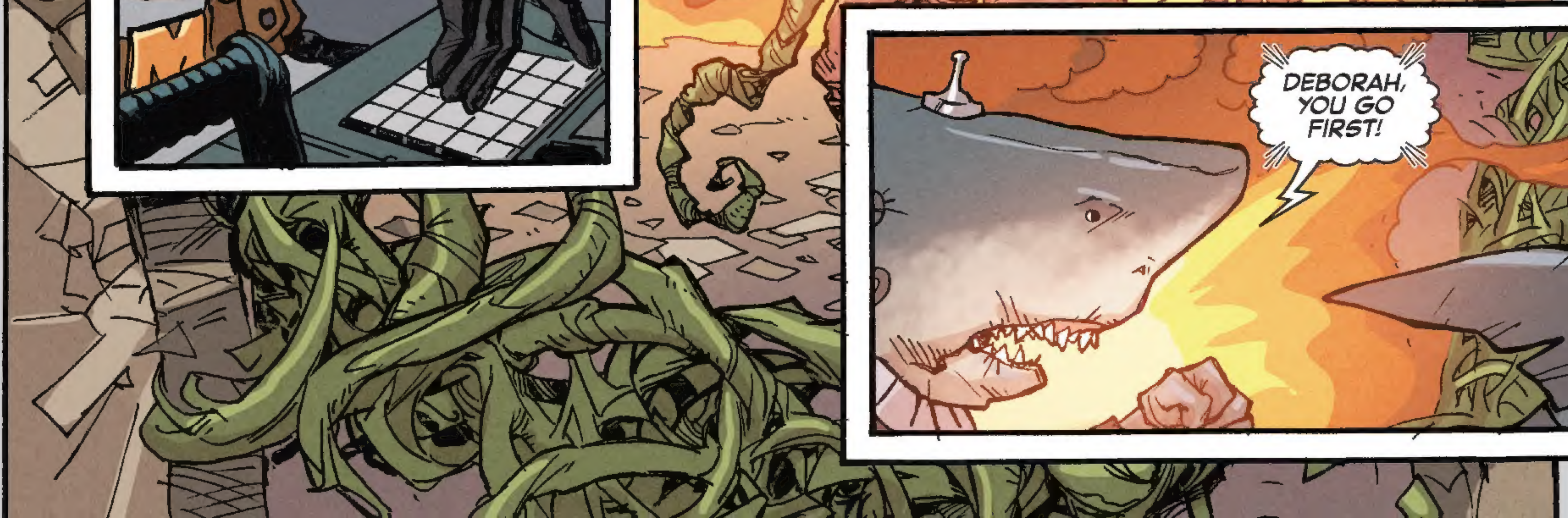
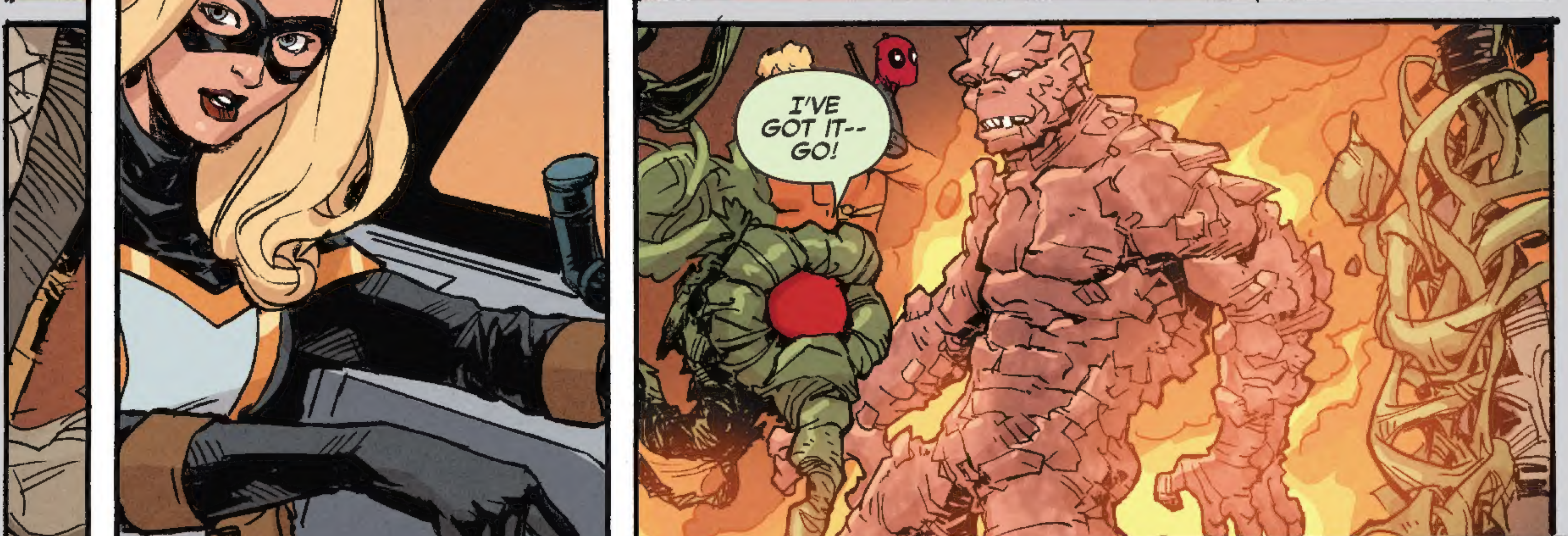
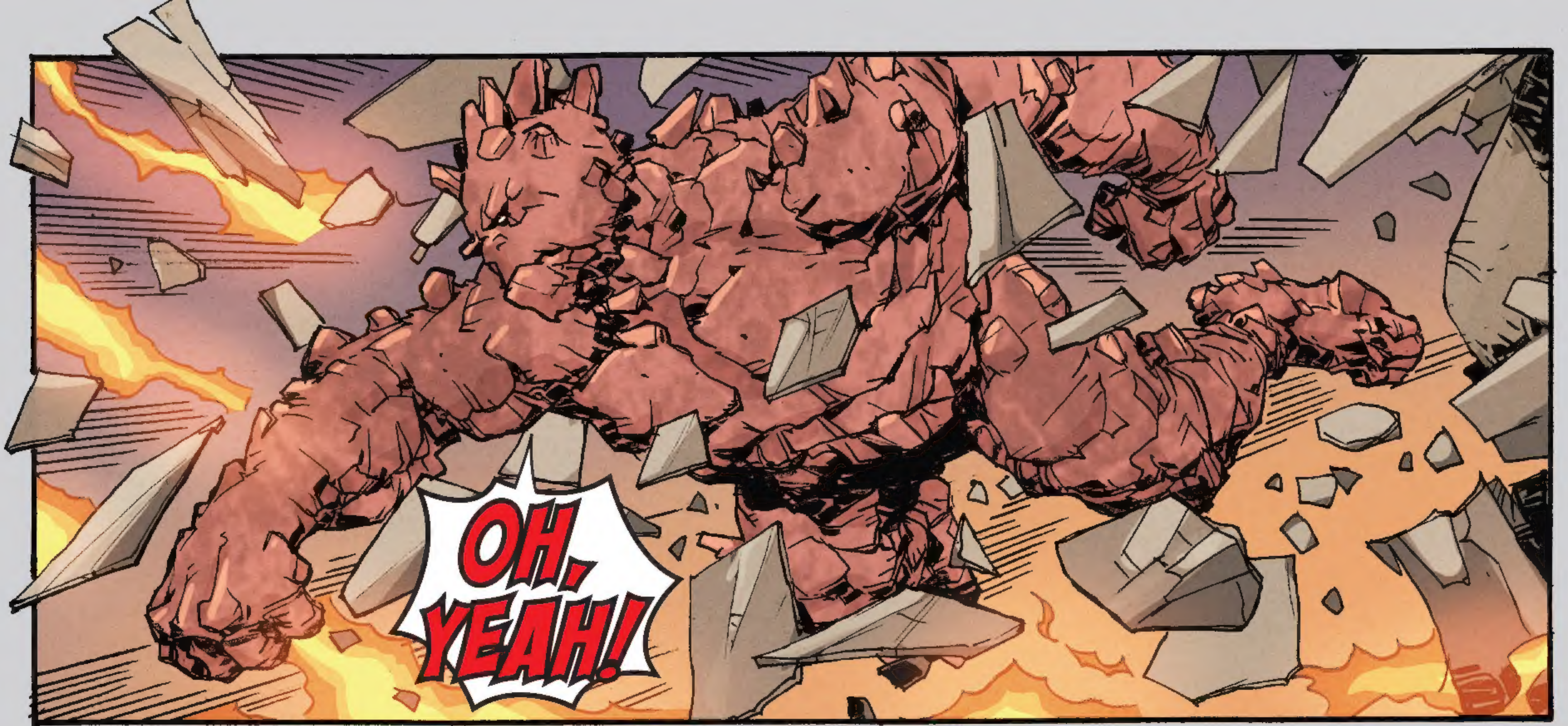
GAH! MORE FIRE.

PERFECT.



THE FIRE IS TOO MUCH. I CAN'T...I CAN'T...

BRANCH!



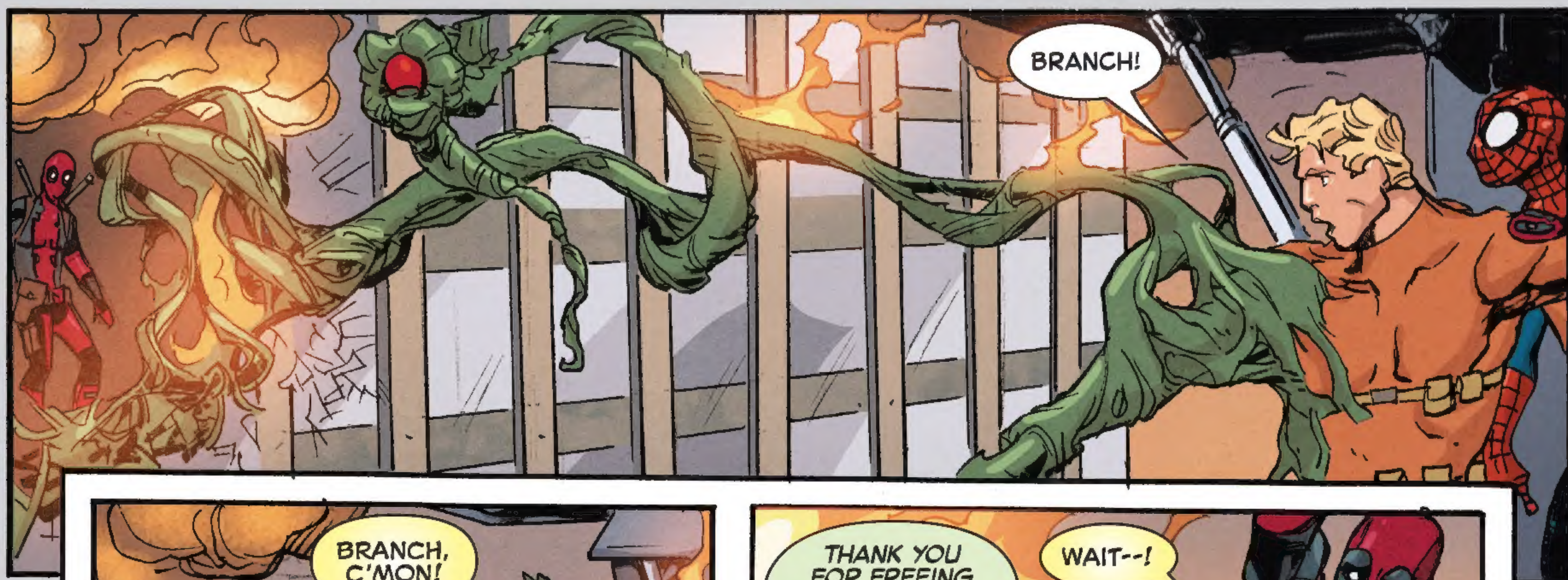


HEY, IF WE SURVIVE THIS, MAYBE DON'T KILL ME ON THE OTHER SIDE?

YOU WE WILL NOT KILL.

YOU ARE WELCOME TO JOIN OUR NEXT VIEWING PARTY, SILK.

UM, THANKS?



BRANCH!



BRANCH, C'MON!

EVERYTHING IS COLLAPSING. THERE'S NO TIME.



THANK YOU FOR FREEING US, SIR. YOU ARE NOT A BAD PERSON.

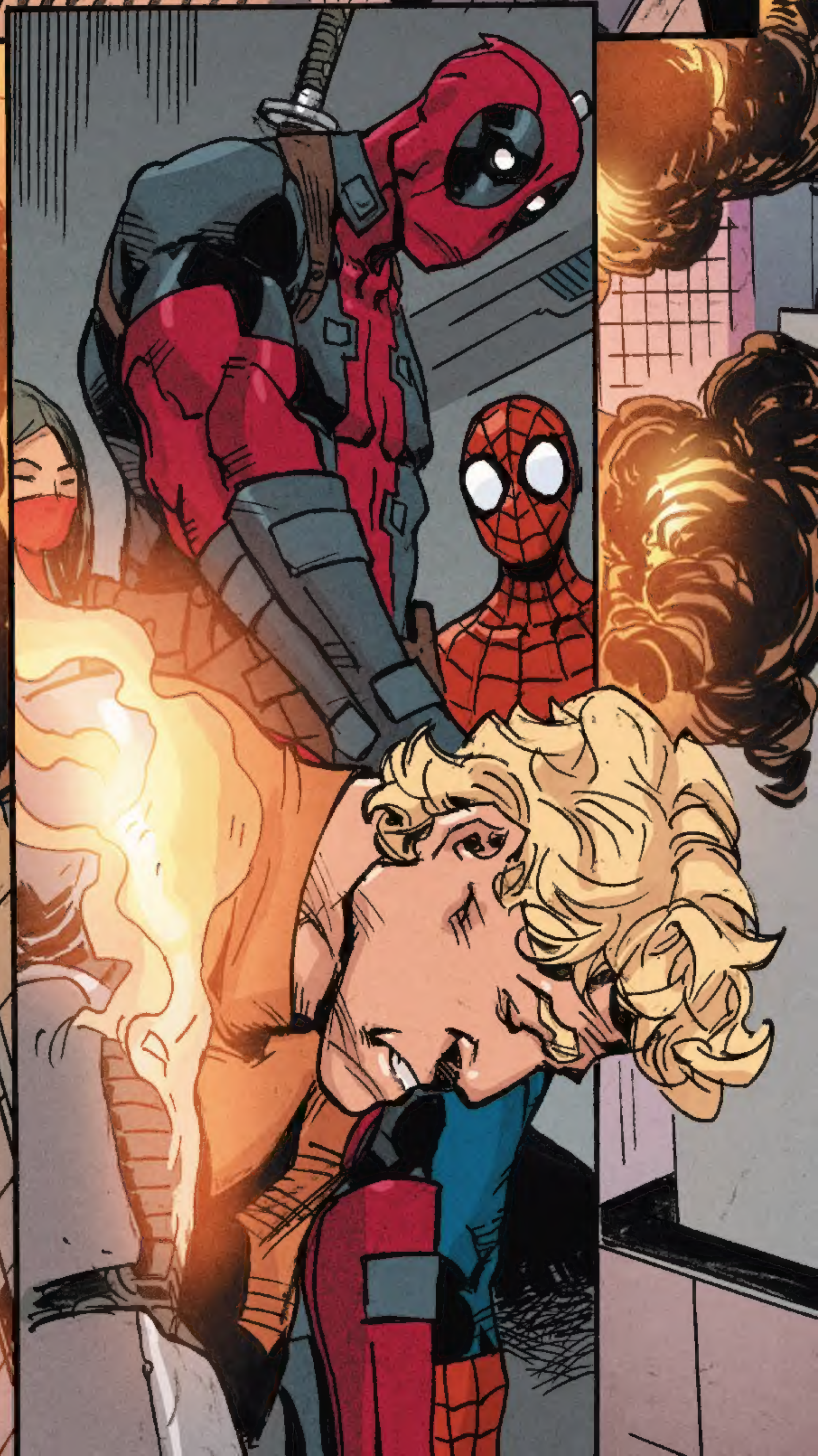
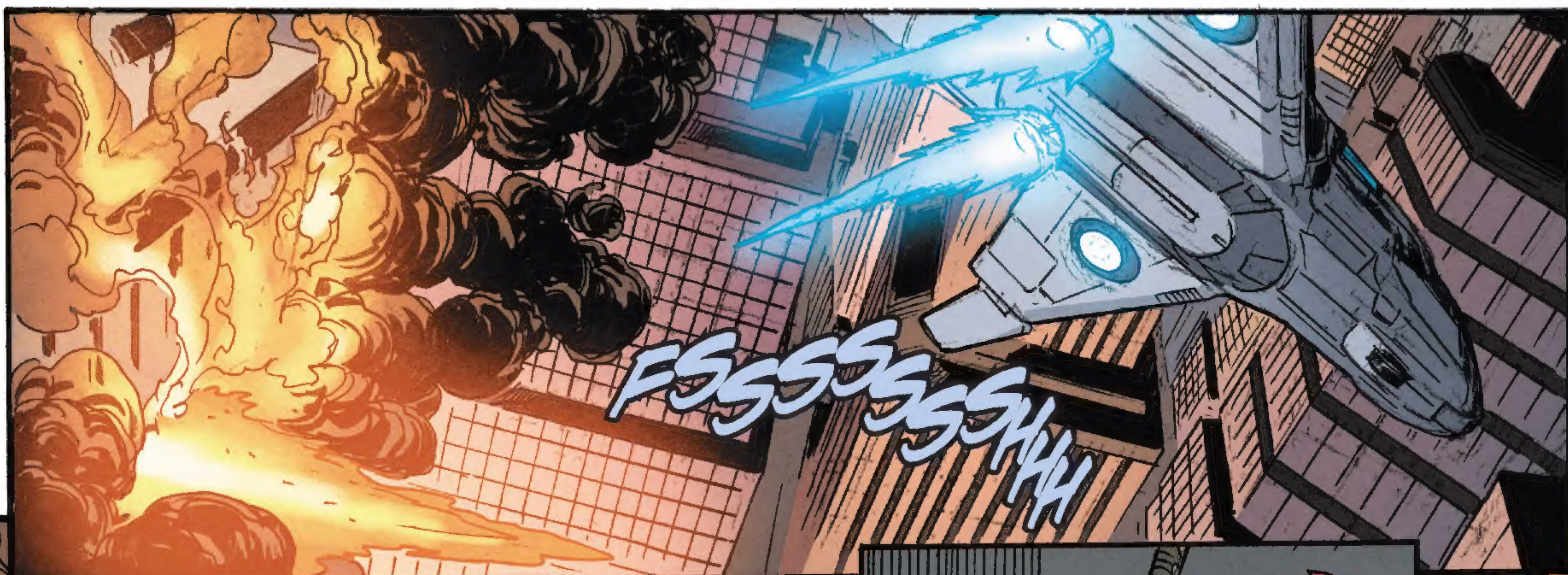
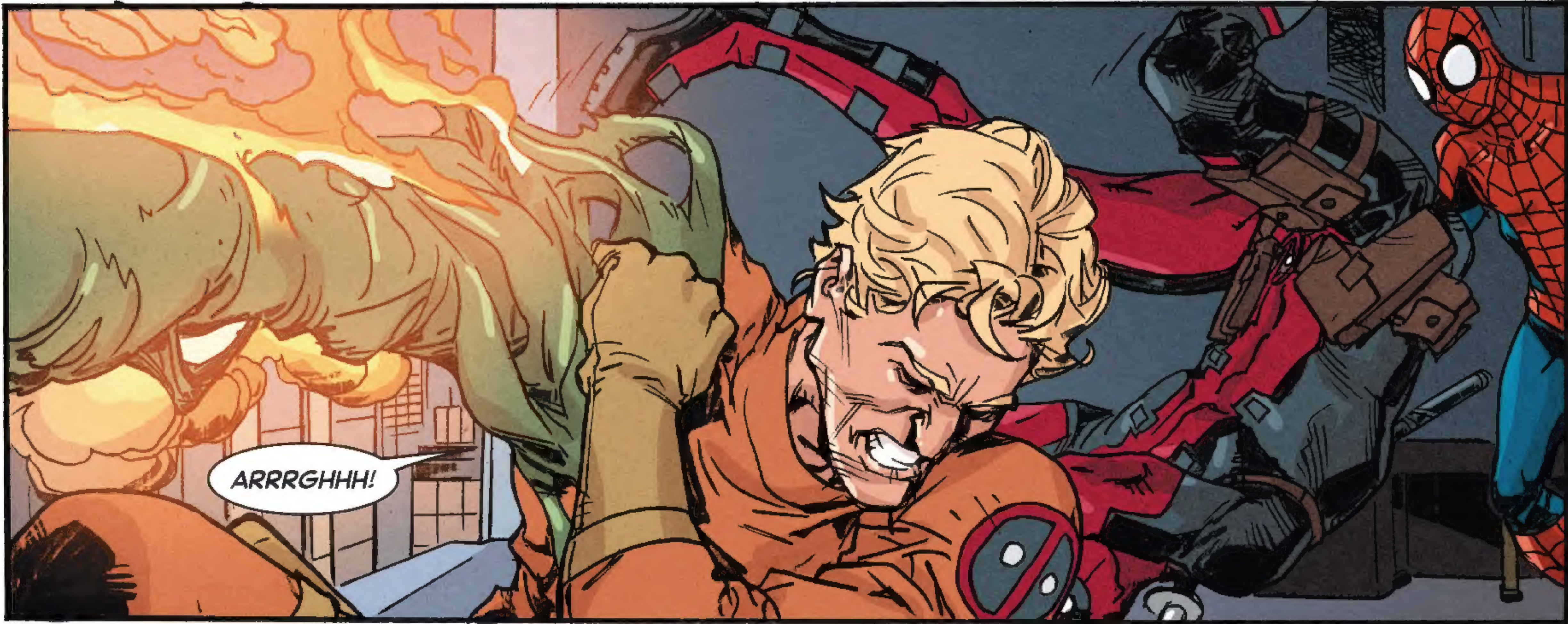
WAIT--!

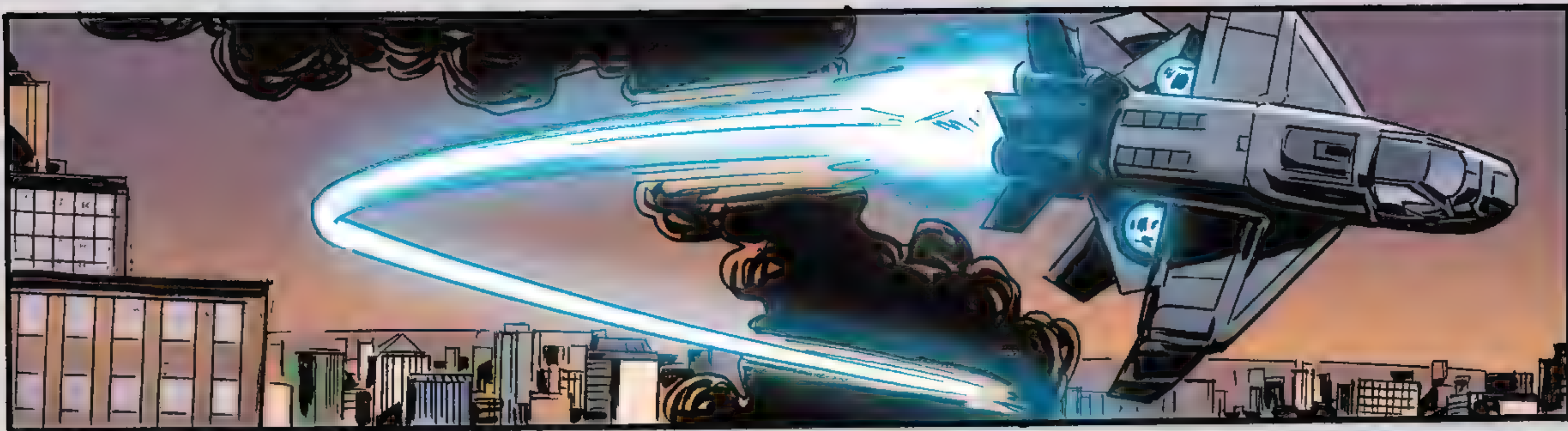
OR AT LEAST, NOT AS BAD AS YOU THINK YOU ARE.



TAKE GOOD CARE OF MY FRIEND CLAY.

NO, BRANCH--!





TELL ME YOU GOT SOMETHING.

HUSK FOUND THE LMD SIGNAL AGAIN.

WE'RE HEADING TO THE CHAMELEON NOW.

WE TAKE THEM TO JAIL FIRST, THOUGH, RIGHT?

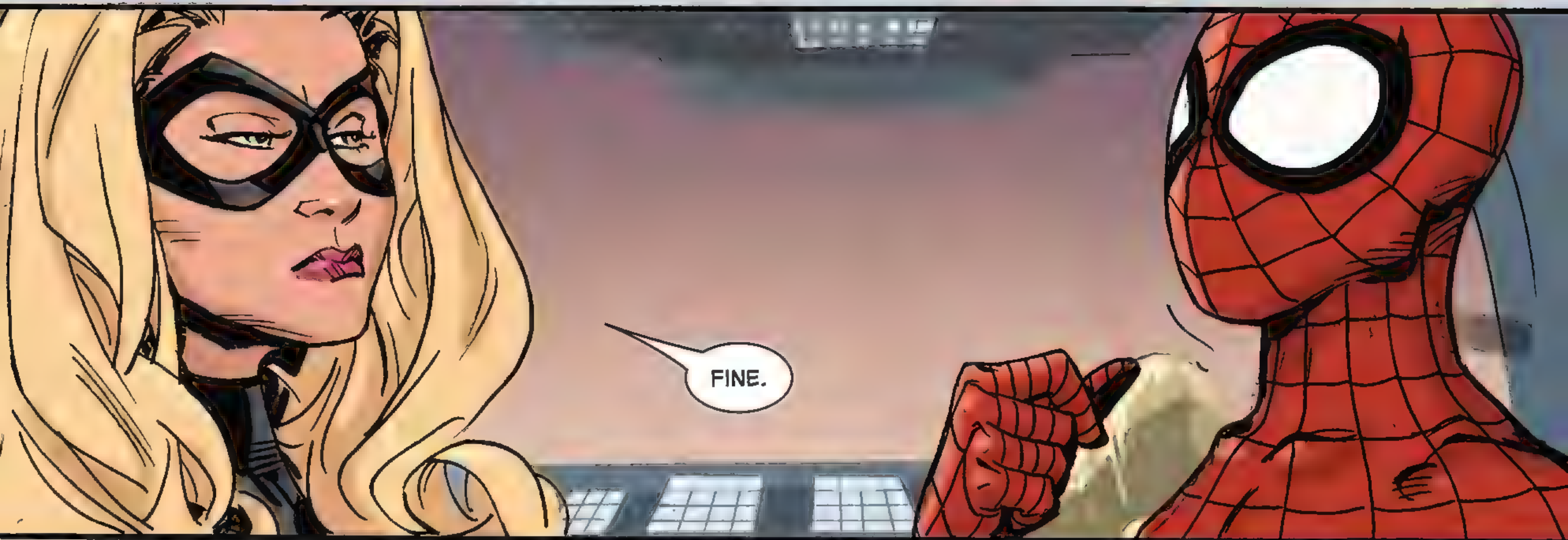
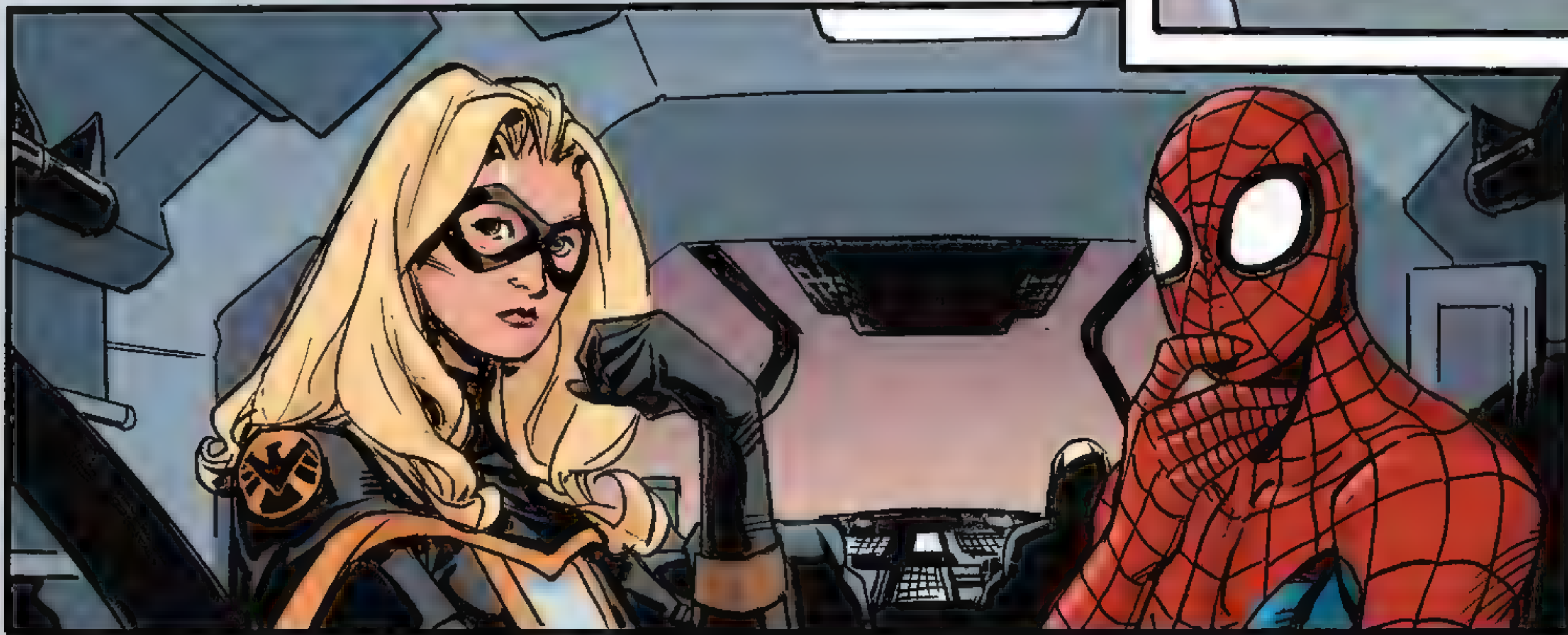
THERE'S NO TIME.

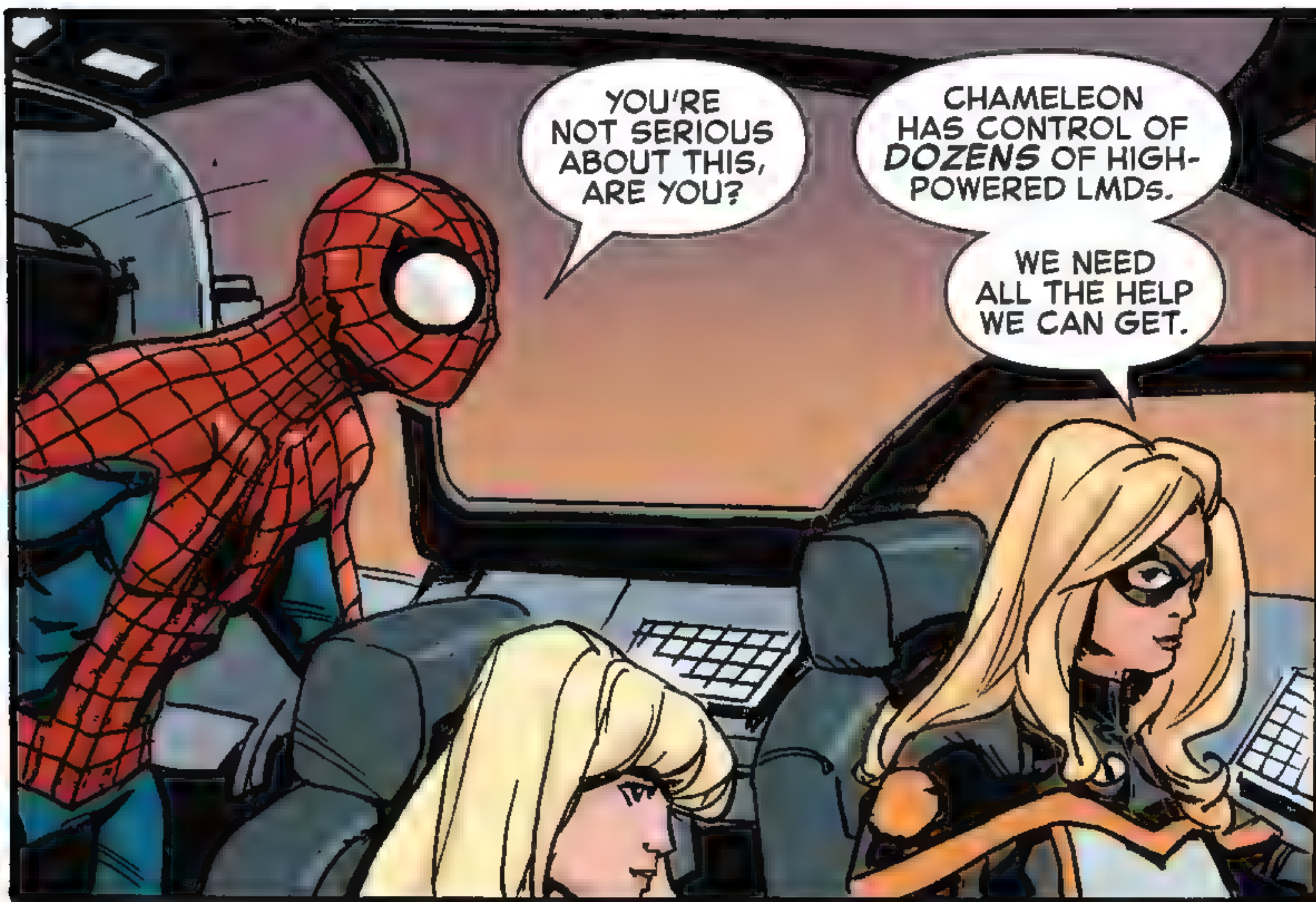
NOT THIS AGAIN--

WE'RE COMING WITH YOU.

WADE--

WE'RE COMING WITH YOU.





YOU'RE NOT SERIOUS ABOUT THIS, ARE YOU?

CHAMELEON HAS CONTROL OF DOZENS OF HIGH-POWERED LMDs.

WE NEED ALL THE HELP WE CAN GET.



BUT THE SECOND CHAMELEON IS IN CUSTODY...SO ARE DEADPOOL AND ALL HIS FRIENDS.



I'M SO SORRY, CLAY.

WE'LL DESTROY THIS CHAMELEON FOR WHAT HE'S DONE.

AND THEN WE'LL FINISH SPIDER-MAN ONCE AND FOR ALL.

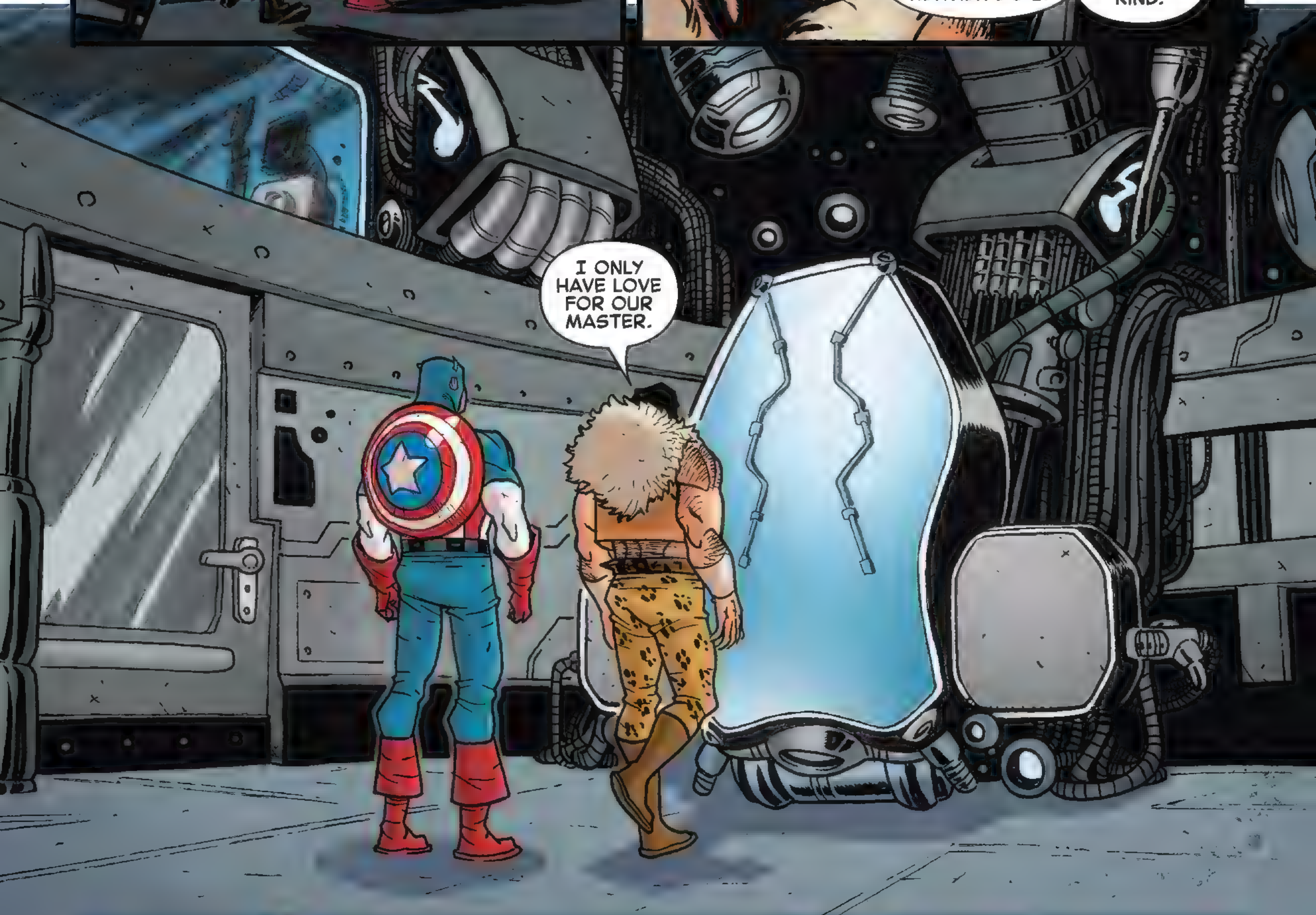
YOU OKAY?

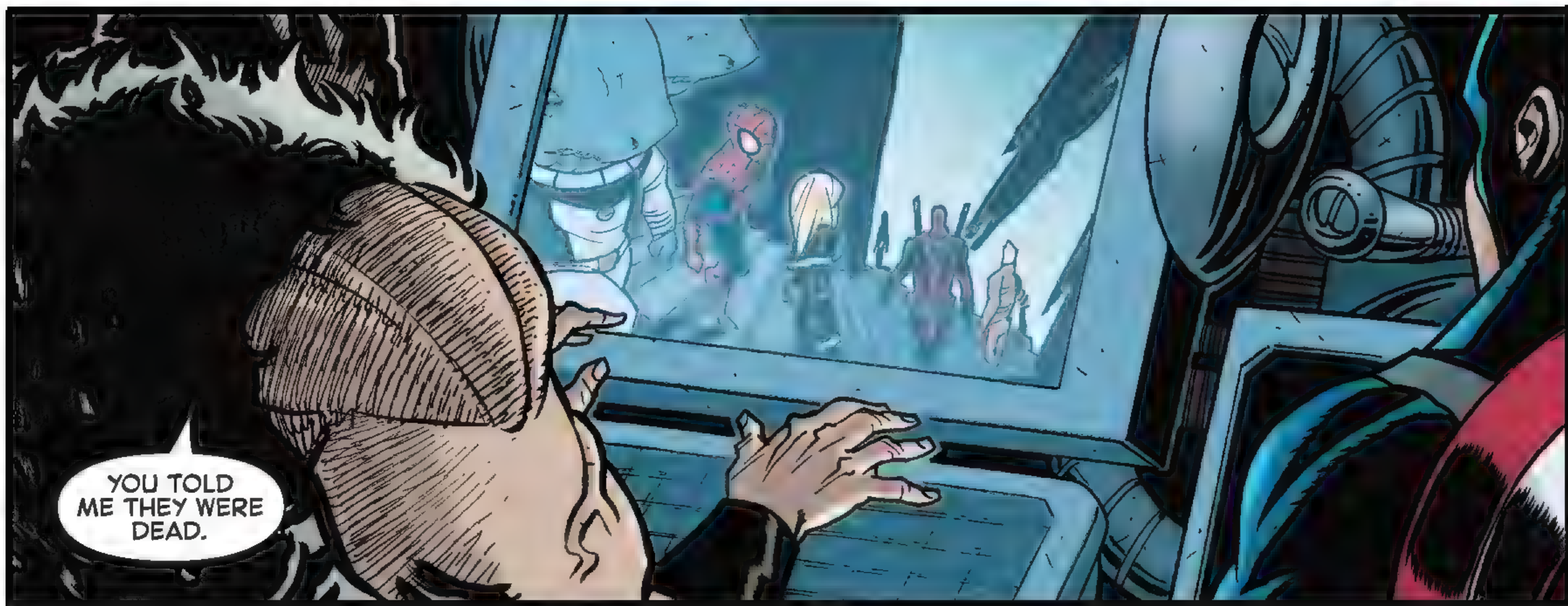
I FEEL A BLINDING RAGE AND I'M NINETY PERCENT SURE IF WE GET THROUGH THIS, OUR MUTUAL BESTIE WILL HAVE ME THROWN IN JAIL. SO, I'M GREAT, ACTUALLY.

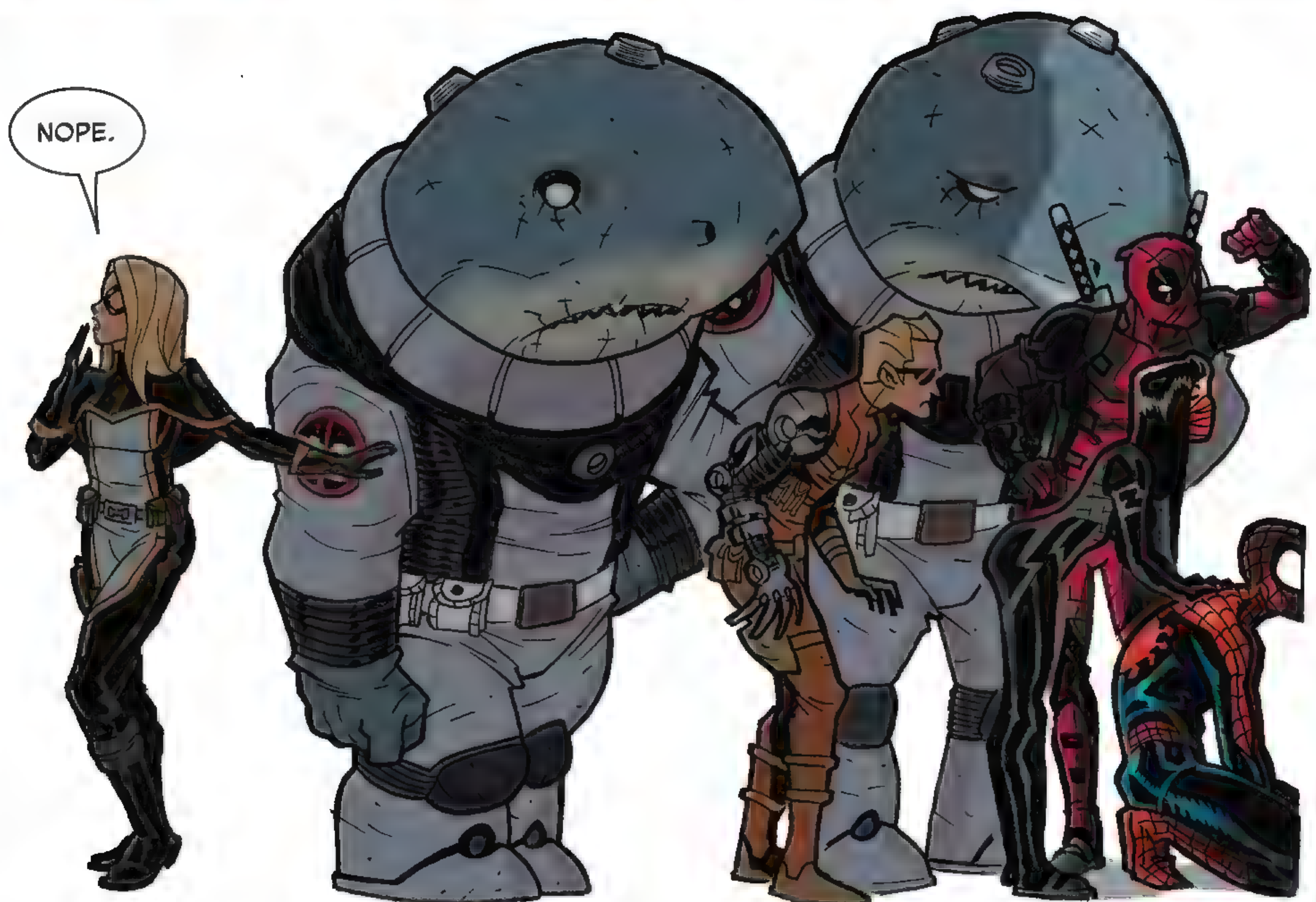
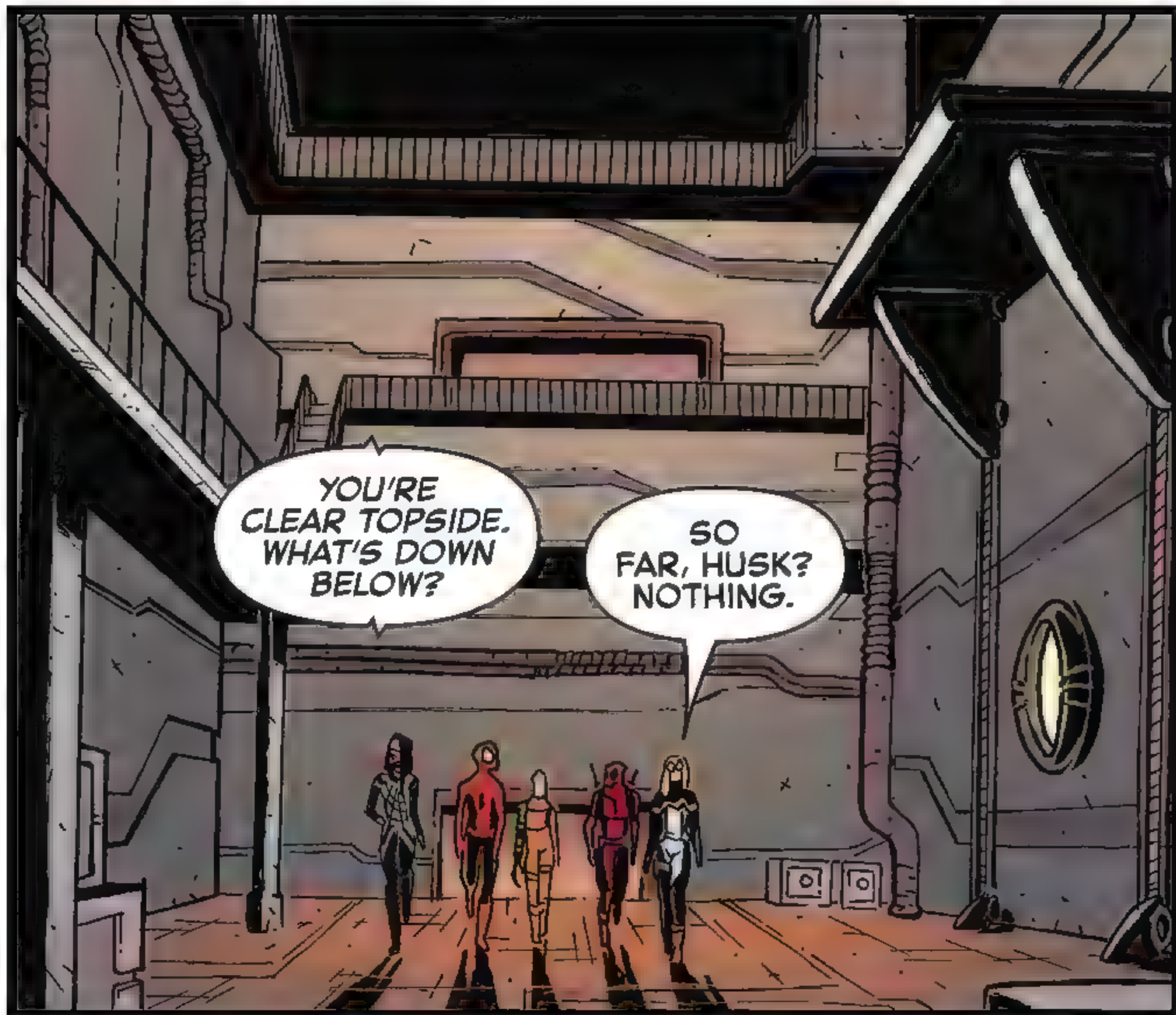


I'VE FOUND PUNCHING ALWAYS HELPS IN THESE SITUATIONS.

I LIKE YOU.







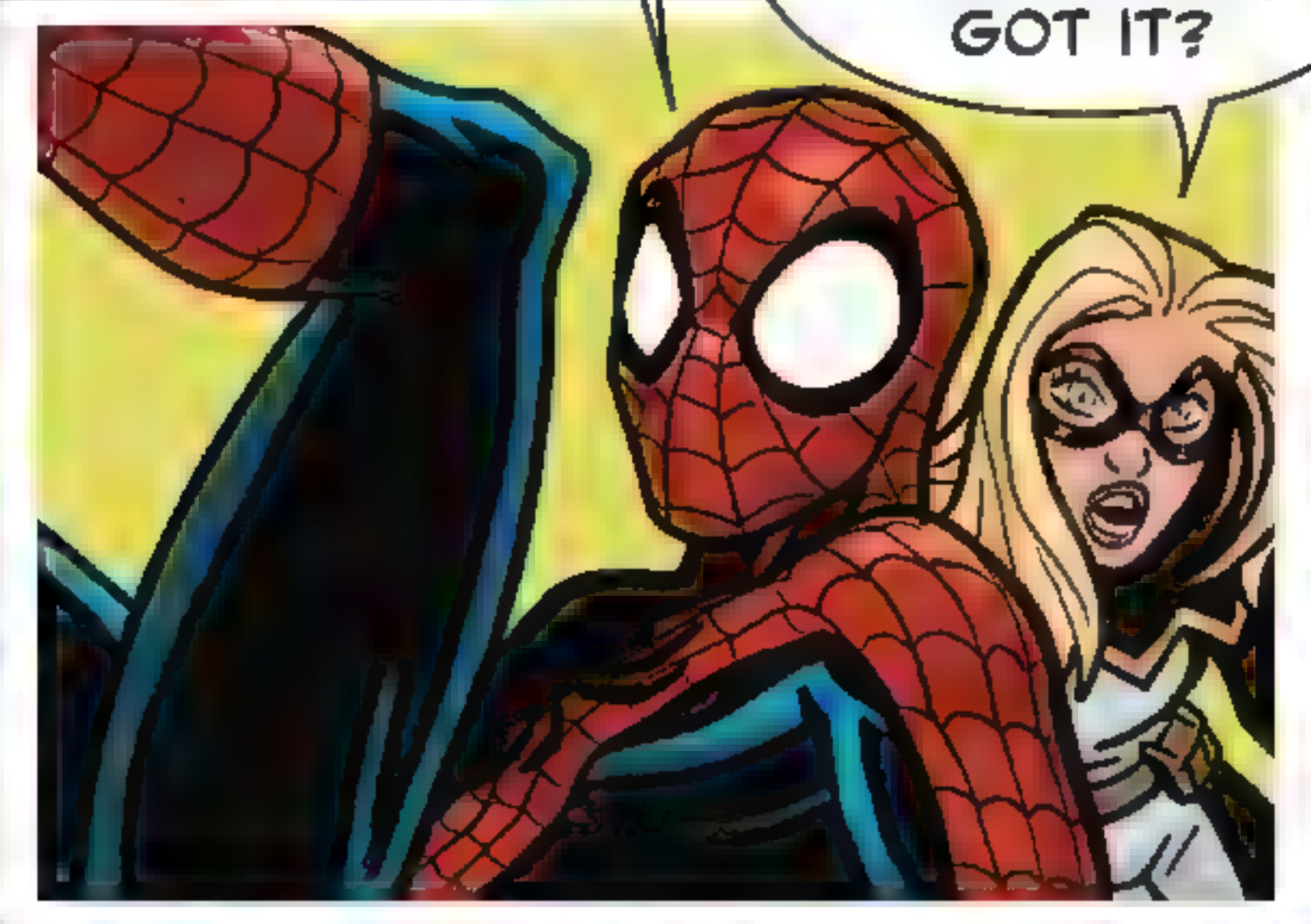
DESTROY!

I THINK THEY'RE TALKING TO YOU!

HOLD ON. IS THAT... IS THAT YOU?

YES. AND HE LOOKS YOUNGER THAN ME, WHICH IS TOTALLY ANNOYING FOR SOME REASON.

IF THERE'S ONE OF ME IN THIS MESS, NOBODY GETS TO FIGHT HER BUT ME, GOT IT?



WAITASEC. WHERE AM I?



WHERE ARE YOU? WHERE AM I? THEY'VE MADE TWO ENTIRE MOVIES OUT OF ME, AND THERE'S AN UPCOMING ANIMATED SHOW--

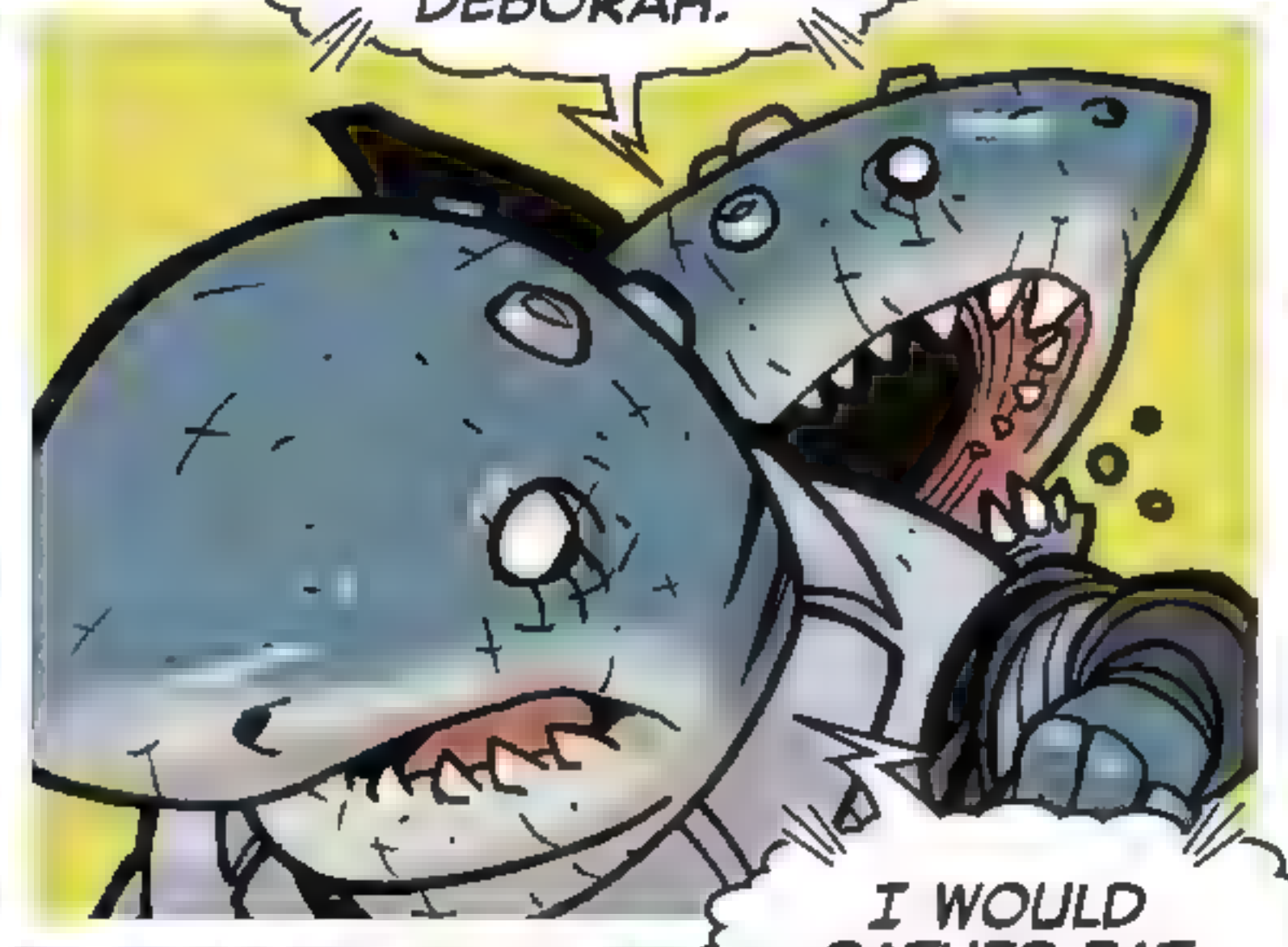
YOU? YOU WERE IN A COUPLE VIDEO GAMES AND INTRODUCED IN HOMECOMING IN THE SCIENCE CLUB, MAYBE.



WHAT ARE YOU TALKING ABOUT?

FORGET IT, HE DOES THAT.

PERHAPS WE CAN GAIN CONTROL OF THESE LMDs, DEBORAH.



I WOULD RATHER EAT THEM INSTEAD.



FOR BRANCH!





I'LL TAKE
THE TWO ON
THE RIGHT, YOU
TAKE THE REST,
DEAL?

WHAT
THE HELL DO
YOU THINGS
WANT?



WHAT ANY
BEING WANTS,
SPIDER-MAN.

FREEDOM.



WELL, WE
HAD A GOOD
RUN.

THIRTY-ONE
ISSUES. I WAS
REALLY HOPING TO
GET TO FIFTY,
BUT THIS WILL
HAVE TO DO.



"FREEDOM?
YOU'RE JOKING,
RIGHT, FURY?"





...MARY
AND RICHARD
PARKER!

TO BE CONTINUED.

**YOU WANT TO KNOW
WHAT HAPPENS *NEXT?***



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